

Starent Networks, Corp.
Form SC 13G/A
February 05, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
Amendment No. 2
Starent Networks, Corp.**

(Name of Issuer)
Common Stock, \$0.001 par value per share

(Title of Class of Securities)
85528P108
(CUSIP Number)
December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 85528P108

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).
NBVM GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 10,542,721

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 10,542,721

8 SHARED DISPOSITIVE POWER
WITH: -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,542,721

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 85528P108

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).
NORTH BRIDGE VENTURE MANAGEMENT IV, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 10,542,721

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 10,542,721

8 SHARED DISPOSITIVE POWER
WITH: -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,542,721

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 85528P108

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).
NORTH BRIDGE VENTURE PARTNERS IV A, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|---|--------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | 7,144,649 |
| SHARES | 6 | SHARED VOTING POWER |
| BENEFICIALLY | | -0- |
| OWNED BY | | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 7,144,649 |
| PERSON | | |
| WITH: | 8 | SHARED DISPOSITIVE POWER |
| | | -0- |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,144,649

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 85528P108

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).
NORTH BRIDGE VENTURE PARTNERS IV B, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 3,398,072

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,398,072

8 SHARED DISPOSITIVE POWER
WITH: -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,398,072

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 85528P108

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).
EDWARD T. ANDERSON

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|---|--------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | 66,666 |
| SHARES | 6 | SHARED VOTING POWER |
| BENEFICIALLY | | 10,542,721 |
| OWNED BY | | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | 66,666 |
| PERSON | | |
| WITH: | 8 | SHARED DISPOSITIVE POWER |
| | | 10,542,721 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,609,387

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 85528P108

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).
RICHARD A. D AMORE

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|---|--------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | -0- |
| SHARES | 6 | SHARED VOTING POWER |
| BENEFICIALLY | | 10,542,721 |
| OWNED BY | | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | -0- |
| PERSON | | |
| WITH: | 8 | SHARED DISPOSITIVE POWER |
| | | 10,542,721 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,542,721

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 85528P108

Item 1(a) Name of Issuer:

Starent Networks, Corp.

Item 1(b) Address of Issuer's Principal Executive Offices:

30 International Place
Tewksbury, MA 01876

Item 2(a) Name of Person Filing:

NBVM GP, LLC (the GP of the GP)
North Bridge Venture Management IV, L.P. (the General Partner)
North Bridge Venture Partners IV A, L.P. (IV A)
North Bridge Venture Partners IV B, L.P. (IV B)
Edward T. Anderson (Mr. Anderson)
Richard A. D Amore (Mr. D Amore)

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of the reporting persons is:

c/o North Bridge Venture Partners
950 Winter Street, Suite 4600
Waltham, Massachusetts 02451

Item 2(c) Citizenship:

| | |
|-----------|------------------------------------|
| GP of the | |
| GP | Delaware limited liability company |
| General | |
| Partner | Delaware limited partnership |
| IV A | Delaware limited partnership |
| IV B | Delaware limited partnership |
| Mr. | |
| Anderson | U.S. citizen |
| Mr. | |
| D Amore | U.S. citizen |

2(d) Title of Class of Securities:

This Schedule 13G report relates to the Common Stock, par value \$0.001 per share (Common Stock), of Starent Networks, Co

Item 2(e) CUSIP Number:

85528P108

Item 3 Description of Person Filing:

Not applicable.

Item 4 Ownership:

(a) Amount Beneficially Owned:

As of December 31, 2008: (i) IV A was the record holder of 7,144,649 shares of Common Stock (the IV A Shares), (ii) IV B was the record

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holder of 3,398,072 shares of Common Stock (the IV B Shares ; together with the IV A Shares, the Record Shares).

As the general partner of IV A and IV B, the General Partner may be deemed to own beneficially the Record Shares.

As the general partner of the General Partner, the GP of the GP may be deemed to own beneficially the Record Shares.

Messrs. Anderson and D Amore, as individual managers of the GP of the GP with shared voting and dispositive power over the Record Shares, may be deemed to beneficially own the Record Shares.

As of December 31, 2008, Mr. Anderson was the record holder of 66,666 shares of Common Stock.

(b) Percent of Class:

| | |
|-----------------|-------|
| GP of the GP | 15.0% |
| General Partner | 15.0% |
| IV A | 10.2% |
| IV B | 4.8% |
| Mr. Anderson | 15.1% |
| Mr. D Amore | 15.0% |

The ownership percentages above are based on an aggregate of 70,085,178 shares of Common Stock outstanding, as reported in the Issuer s Annual Report on Form 10-Q for the quarter ended September 30, 2008.

(c) Number of Shares as to which the Person has:

| Reporting Person | NUMBER OF SHARES | | | |
|--------------------|------------------|------------|------------|------------|
| | (i) | (ii) | (iii) | (iv) |
| GP of the GP | 10,542,721 | 0 | 10,542,721 | 0 |
| General Partner | 10,542,721 | 0 | 10,542,721 | 0 |
| IV A | 7,144,649 | 0 | 7,144,649 | 0 |
| IV B | 3,398,072 | 0 | 3,398,072 | 0 |
| Edward T. Anderson | 66,666 | 10,542,721 | 66,666 | 10,542,721 |
| Richard A. D Amore | 0 | 10,542,721 | 0 | 10,542,721 |

(i) Sole power to vote or direct the vote

(ii) Shared power to vote or to direct the vote

(iii) Sole power to dispose or to direct the disposition of

- (iv) Shared power to dispose or to direct the disposition of

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Each of the Reporting Persons expressly disclaims membership in a Group as defined in Rule 13d-1(b)(ii)(J).

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATED: February 5, 2009.

NBVM GP, LLC

By: /s/ Edward T. Anderson

Name: Edward T. Anderson

Title: Manager

**NORTH BRIDGE VENTURE MANAGEMENT IV,
L.P.**

By: NBVM GP, LLC

By: /s/ Edward T. Anderson

Name: Edward T. Anderson

Title: Manager

**NORTH BRIDGE VENTURE PARTNERS IV A,
L.P.**

By: North Bridge Venture Management IV,
L.P.

By: NBVM GP, LLC

By: /s/ Edward T. Anderson

Name: Edward T. Anderson

Title: Manager

**NORTH BRIDGE VENTURE PARTNERS IV B,
L.P.**

By: North Bridge Venture Management IV,
L.P.

By: NBVM GP, LLC

By: /s/ Edward T. Anderson

Name: Edward T. Anderson

Title: Manager

CUSIP No. 85528P108

/s/ Edward T. Anderson

EDWARD T. ANDERSON

/s/ Richard A. D Amore

RICHARD A. D AMORE

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Exhibit I

Joint Filing Agreement

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Starent Networks, Corp. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED as of this 10th day of March, 2008.

NBVM GP, LLC

By: /s/ Edward T. Anderson

Name: Edward T. Anderson

Title: Manager

**NORTH BRIDGE VENTURE MANAGEMENT IV,
L.P.**

By: NBVM GP, LLC

By: /s/ Edward T. Anderson

Name: Edward T. Anderson

Title: Manager

**NORTH BRIDGE VENTURE PARTNERS IV A,
L.P.**

By: North Bridge Venture Management IV,
L.P.

By: NBVM GP, LLC

By: /s/ Edward T. Anderson

Name: Edward T. Anderson

Title: Manager

**NORTH BRIDGE VENTURE PARTNERS IV B,
L.P.**

By: North Bridge Venture Management IV,
L.P.

By: NBVM GP, LLC

By: /s/ Edward T. Anderson

Name: Edward T. Anderson

Title: Manager

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CUSIP No. 85528P108

/s/ Edward T. Anderson

EDWARD T. ANDERSON

/s/ Richard A. D Amore

RICHARD A. D AMORE

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